



12027846

NYSE Regulation

NYSE Regulation, Inc.
11 Wall Street
New York, NY 10005

Received SEC

July 17, 2012

JUL 17 2012

Ms. Velma Smith, Branch Chief
Securities and Exchange Commission
Division of Corporation Finance – Filer Support Office
100 F Street, N.W., Mail Stop 3040
Washington, D.C. 20549

Washington, DC 20549

CERT

File No. 001-34200

Re: ProShares Trust II
CIK: 0001415311
SEC File No.: 001-34200
Form Type: 8-A12B
Filing Date: 07/16/2012

Dear Ms. Smith:

Please be advised that NYSE Regulation, Inc. has received an application from the above-referenced issuer and has approved the following securities for listing on NYSE Arca, Inc. (the "Exchange"):

ProShares Ultra Australian Dollar
ProShares UltraShort Australian Dollar

The Exchange requests acceleration of registration of the securities under the Securities Exchange Act of 1934. If there are any questions, please call me at (212) 656-5839. Your assistance is greatly appreciated.

Sincerely,

Reid Carroll